

EXHIBIT L

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		ADMINISTRATIVE CLAIM	
In re Fleming Companies, Inc., et al.† Debtors	Chapter 11, Case Number Case No. 03-10945 (MFW) (Jointly Administered)		
NOTE This form should only be used to make a claim for an administrative expense arising on or after April 1, 2003 through and including October 31, 2003 IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO APRIL 1, 2003			
Name of Creditor and Address Wayne Berry Post Office Box 3727 Honolulu, Hawaii 96813-3727		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement given particulars	
		<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case	
		<input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.	
Creditor Telephone Number (808) 387-3881			
CREDITOR TAX ID # XXXX-XX-6043	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR Federal Express Tracking Number 831387645573	Check here If this claim	{ <input type="checkbox"/> replaces or <input checked="" type="checkbox"/> amends a previously filed claim dated #18428 Filed 06/09/2004
1 BASIS FOR ADMINISTRATIVE CLAIM			
<input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Contractual or lease obligations		<input type="checkbox"/> Personal injury/wrongful death/property damage <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other (describe briefly)	
		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____	
REJECTION DAMAGES - See Exhibit "A" that lists damages under 17 U.S.C. Sec. 508 (date) (date)			
2 DATE DEBT WAS INCURRED On or after July 26, 2004		3 IF COURT JUDGMENT, DATE OBTAINED	
4 TOTAL AMOUNT OF ADMINISTRATIVE CLAIM		\$ 201,763.000 estimated plus " (Total)	
If all or part of your claim is secured, also complete Item 5 below * Fleming's total sales minus whatever amounts are not attributable to the infringement. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges			
5 SECURED CLAIM		7 Offsets, Credits and Setoffs	
<input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of set off) Brief description of collateral _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other _____ Value of collateral \$ _____		<input type="checkbox"/> All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein <input type="checkbox"/> This claim is not subject to any setoff or counterclaim <input type="checkbox"/> This claim is subject to setoff or counter claim as follows _____	
6 Please identify the Debtor against whom your claim is asserted† Fleming Companies, Inc - Fleming Foreign Sales Corp - Fleming Foods Management Company, LLC - Fleming Foods of Texas, LP - Fleming International, Ltd - RFS Marketing Services, Inc - Piggly Wiggly Company and Fleming Transportation Services, Inc		8 This Administrative Proof of Claim <input type="checkbox"/> is the first filed proof of claim evidencing the claim asserted herein <input checked="" type="checkbox"/> amends/supplements a proof of claim filed on 06/09/2004, or <input type="checkbox"/> replaces/suspends a proof of claim filed on _____	
9 Assignment <input type="checkbox"/> If the claimant has obtained this claim by Assignment, a copy is attached hereto		THIS SPACE FOR COURT USE ONLY	
DATE SIGNED October 3, 2004		SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach power of attorney, if any) Wayne Berry Wayne Berry	
		FILED OCT 06 2004 BMC	

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 and 3571

† Please refer to instructions on reverse side for a complete list of debtors.

Exhibit "A"

Rejection damages related to failure to assume license that was violated during case administration but used by debtor to operate business providing a benefit to the Estates

Damages under 17 U S C Sec 506

- 1 Actual damages of at least \$2,990,000 for unpaid license fee for one year's use of Original Logistics Data mdb and Auxiliary Logistics Data mdb unlicensed derivatives of FCS Logistics Data mdb Additional "actual damages" accrue to this number each and every day until unlicensed use of Berry's software stops
- 2 Lost profits based on C&S and Fleming admission on 09/28/2004 that, but for the use of Berry software C&S-Fleming must shut down operations Based on documents produced by Fleming in Confirmation Hearing process, Fleming's total sales minus whatever amounts not attributed to the infringement belong to Berry The amount is to be liquidated in Berry v Hawaiian Express Service, Inc et al UNITED STATES DISTRICT COURT FOR THE DISTRICT OF HAWAII - Civil No CV03 00385 SOM-LEK (Copyright)
- 3 Derivative infringement Based on Guidance Software, Inc evidence the number of derivatives made without authority by Fleming equals approximately 2,018 Times the amount that Fleming admits is the outer limit for derivative infringement of \$98,500 per work equals \$198,773,000
- 4 Reserved right to elect statutory damages anytime before judgment

INSTRUCTIONS FOR FILING PROOF OF ADMINISTRATIVE CLAIM

- 1 Please read this proof of administrative claim form carefully and fill it in completely and accurately
- 2 Print legibly Your claim may be disallowed if it cannot be read and understood
- 3 The proof of claim must be completed in English The amount of any claims identified on the form must be as of October 31 2003, and must be denominated in United States currency
- 4 Attach additional pages if more space is required to complete this proof of administrative claim form
- 5 **THIS FORM SHOULD ONLY BE USED TO MAKE A CLAIM FOR AN ADMINISTRATIVE EXPENSE, AS DEFINED IN 11 U S C § 503), THAT WAS INCURRED ON OR AFTER APRIL 1, 2003 THROUGH OCTOBER 31, 2003 THIS FORM IS NOT FOR FILING CLAIMS ARISING PRIOR TO APRIL 1, 2003**
- 6 This proof of claim form should be sent by messenger, or overnight courier to

For Overnight Mail or Hand Delivery
 Bankruptcy Management Corp ("BMC")
 1330 E Franklin Ave
 El Segundo, CA 90245

For Regular Mail
 Bankruptcy Management Corp ("BMC")
 P O Box 900
 El Segundo, CA 90245-0900

BMC is not permitted to accept claims sent by facsimile, telecopy or other electronic submission.

- 7 To obtain verification that your proof of claim was received by BMC, include a copy of the completed form and a self-addressed, postage prepaid return envelope when you file this form with BMC
- 8 **THE CLAIMANT MUST ATTACH COPIES OF ANY AND ALL SUPPORTING DOCUMENTS THAT PROVE THAT THIS CLAIM IS FOR AN OBLIGATION INCURRED ON OR AFTER APRIL 1, 2003 THROUGH AND INCLUDING OCTOBER 31, 2003, SUCH AS PROMISSORY NOTES, PURCHASE ORDERS, INVOICES, ITEMIZED STATEMENTS OF ACCOUNTS, CONTRACTS, COURT JUDGMENTS, OR EVIDENCE OF A SECURITY INTEREST IF THE DOCUMENTS ARE NOT ATTACHED, THE DEBTOR MAY SEEK DISALLOWANCE OF YOUR CLAIM.**
- 9 To be considered timely filed, the proof of claim form must be actually received by BMC by January 15, 2004, at 4:00 p m Eastern Standard Time and must include appropriate materials establishing THE ADMINISTRATIVE NATURE OF THE CLAIM and the amount of the asserted claim.

Name and case number of the Debtor Entity

Fleming Companies, Inc (03-10945)	Fleming Transportation Service, Inc (03-10945)
Core-Mark International, Inc (03-10945)	Food 4 Less Beverage Company Inc (03-10945)
ABCO Food Group, Inc (03-10945)	Fuelserv, Inc (03-10945)
ABCO Markets, Inc (03-10945)	General Acceptance Corporation (03-10945)
ABCO Realty Corp (03-10945)	Head Distributing Company (03-10945)
ASI Office Automation, Inc (03-10945)	Marquise Ventures Company Inc (03-10945)
C/M Products, Inc (03-10945)	Minter-Weisman Co (03-10945)
Core-Mark Interrelated Companies, Inc (03-10945)	Piggly Wiggly Company (03-10945)
Core-Mark Mid-Continent, Inc (03-10945)	Progressive Realty, Inc (03-10945)
Dunigan Fuels, Inc (03-10945)	Rainbow Food Group, Inc (03-10945)
Favar Concepts Ltd (03-10945)	Retail Investments Inc (03-10945)
Fleming Foods Management Co L L C (03-10945)	Retail Supermarkets, Inc (03-10945)
Fleming Foods of Texas, L P (03-10945)	RFS Marketing Services, Inc (03-10945)
Fleming International, Ltd (03-10945)	Richmar Foods, Inc (03-10945)
Fleming Supermarkets of Florida, Inc (03-10945)	

See other side for Proof of Administrative Claim Form

Wayne Berry

Email WayneFBerry@Hotmail.com

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA, 90245

**Please find enclosed 2 copies of a supplemental Administrative Claim and
a return envelope Please return one copy in the self addressed envelope
with the claim number stamped on the claim**

Thank you